

# TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 983.  
FILED, OCTOBER 17th. 1963.

## MILL CITY PETROLEUMS LIMITED

Full corporate name of Company  
Incorporated under the Dominion Companies Act by Letters Patent,  
August 7, 1929.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953  
(Ontario) by Letters Patent dated May 1st, 1957).

### FILING STATEMENT

Reference is made to previous  
Filing Statement No. 886.

(To be filed with respect to any material change in a company's affairs, including among other things,  
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	The Company proposes to underwrite for investment 400,000 treasury shares of Dynamic Petroleum Products Ltd. at 20¢ per share firm, and 100,000 shares at 25¢ per share firm; with options on 100,000 shares at 25¢ per share within 90 days of the effective date of the underwriting agreement; 200,000 shares at 30¢ per share within 180 days and 200,000 shares at 35¢ per share within 270 days of the effective date of the Underwriting Agreement respectively.
2. Head office address and any other office address.	1011A - 17th Avenue S.W., Calgary, Alberta, Canada.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>ROGER D. PAUGH - President - Petroleum Accountant 24 Cardiff Place, Calgary, Alberta.</p> <p>FRANK BROWN - Vice President - Petroleum Production Supervisor 16 Massey Place, Calgary, Alberta</p> <p>R. CLIVE BROWN - Secretary-Treasurer - Petroleum Engineer 24 Massey Place, Calgary, Alberta</p> <p>A. P. NEWALL JR. - Director - Oil Company Executive 7607 - 7th Street S.W., Calgary, Alberta</p> <p>A. P. NEWALL SR. - Director - Stock Broker 702 - Centre A Street N.W., Calgary, Alberta</p>
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized capital - 6,000,000 shares without par value. Issued and outstanding capital - 5,425,334 shares.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	None.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	None.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company plans to drill two additional development wells in the vicinity of its presently producing Chancellor, Alberta properties and may drill one test well on a wildcat prospect within the next six months. The Company is also participating in the drilling of a wildcat test well on Bathhurst Island in the North West Territories.

# FINANCIAL STATEMENTS

MILL CITY PETROLEUMS LIMITED  
CALGARY, Alberta

BALANCE SHEET as at JULY 31, 1963

## ASSETS

### Current

Cash in bank		\$	73,615.22	
Accounts receivable			86,766.02	
Accrued interest receivable			5,619.29	
Short term deposit receipts			225,000.00	
Deposits (Dept. of Mines and Minerals)				
Cash	\$	7,500.00		
Government of Canada-3% bonds				
(par value \$267,500-market value				
\$184,575) at cost		170,618.75		
Government of Canada-4½% bonds				
(par value \$62,500.00-market value				
\$57,734.37) at cost		65,168.75	243,287.50	
Inventory of oilwell materials on hand			11,981.40	\$ 646,269.43

### Investments - at cost

Royalty trust - market value-nil		30,000.00		
483 shares of Alberta Gas Trunk Line-				
market value - \$13,282.50		2,415.00		
East Leduc Syndicate-market value-nil		2.00		
Shares of other companies		6,476.04	38,893.04	

### Property, Plant and Equipment - at cost

Interest in petroleum and natural gas				
leases and reservations		752,274.41		
Well development costs	2,082,115.45			
Less-accumulated amortization	1,081,819.54	1,000,295.91		
Production Equipment	342,173.27			
Less-accumulated depreciation	272,998.90	69,174.37		
Office Equipment	4,963.14			
Buildings	404.55			
Field Equipment	375.00			
	5,742.69			
Less-accumulated depreciation	3,092.06	2,650.63	1,824,395.32	
			\$ 2,509,557.79	

## LIABILITIES

### Current

Accounts payable	\$ 106,711.31
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## CAPITAL and SURPLUS

### Share capital

Authorized	
6,000,000 shares without nominal	
or par value	
Issued	
5,425,334 shares	\$2,032,365.87

### Surplus

Balance January 1, 1963	\$ 229,011.66		
Add-Profit for seven months			
ended July 31, 1963	141,468.95	370,480.61	2,402,846.48

Approved on Behalf of the Board

Rega Shantz Director  
R. Brown Director

\$ 2,509,557.79

MILL CITY PETROLEUMS LIMITED  
CALGARY, Alberta

Statement of Revenue and Expenses  
for the Seven Months ended July 31, 1963

<u>Revenue</u>			
Net proceeds from production			\$ 173,140.26
Profit on sale of P. & N.G. Reservations			15,686.00
Interest earned			9,064.47
Royalty revenue			402.57
Dividends from Canadian Corporations			362.25
Miscellaneous income			150.00
			<u>198,805.55</u>
<u>Expenses</u>			
<u>Administrative</u>			
Annual meeting expense	\$ 458.43		
Audit	1,500.00		
Advertising and publicity	216.95		
Business promotion and travelling	3,389.63		
Business tax	729.60		
Directors' fees	210.00		
Donations	100.00		
Electricity	505.90		
Filing and listing fees	295.60		
Group insurance	362.80		
Janitor service	538.10		
Legal fees	433.05		
Maintenance and repairs	688.59		
Miscellaneous	274.28		
Postage and express	209.65		
Printing and stationery	1,068.91		
Rent	4,492.85		
Salaries	37,625.10		
Telephone and telegrams	319.15		
Transfer Agents' fees and expenses	1,008.29		
	<u>54,426.88</u>		
Less recovered	<u>23,250.00</u>	\$ 31,176.88	
<u>Technical</u>			
Geological reports and expense	109.67		
Maps	172.05		
Technical publications and subscrip- tions	<u>528.30</u>	810.02	
<u>P. &amp; N. G. Lease and Reservation</u>			
Lease rentals	7,529.77		
Filing and transfer fees	5,730.00		
Exploration costs	<u>7,247.31</u>	<u>20,507.08</u>	<u>52,493.98</u>
			<u>146,311.57</u>
<u>Loss on disposal of fixed assets</u>			<u>4,842.62</u>
<u>NET PROFIT</u>			<u>\$ 141,468.95</u>

Note: No provision has been made in this statement for depletion, amortization and depreciation.

MILL CITY PETROLEUMS LIMITED  
CALGARY, Alberta

STATEMENT OF SOURCE AND APPLICATION OF FUNDS  
for the Seven Months ended July 31, 1963

Source of Funds

Net proceeds from production after providing for royalties and operating costs	\$173,140.26	\$	
Royalty income	402.57		
Interest earned	9,064.47		
Dividends received	362.25		
Miscellaneous income	150.00		
Sale of P. & N.G. Reservations	15,686.00		
Sale of surface rights	1,000.00		
Sale of office equipment	<u>150.00</u>		<u>199,955.55</u>

Application of Funds

Petroleum and natural gas Reservations	2.00		
Office equipment	1,810.15		
Production equipment	8,410.20		
Well development costs	8,606.20		
Administrative expense	31,176.88		
Technical expense	810.02		
P. & N.G. Lease and Reservation expense	20,507.08		
Investment in shares of other companies	<u>6,476.04</u>	<u>77,798.57</u>	

Net increase in Working Capital \$ 122,156.98

Approved on Behalf of the Board

Raymond A. Hughes Director  
R. J. Brown Director



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6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	None.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	None.
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Rega Shantz Director  
R. Brown Director

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MILL CITY PETROLEUMS LIMITED  
CALGARY, Alberta

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Note: No provision has been made in this statement for depletion, amortization and depreciation.

MILL CITY PETROLEUMS LIMITED  
CALGARY, Alberta

STATEMENT OF SOURCE AND APPLICATION OF FUNDS  
for the Seven Months ended July 31, 1963

Source of Funds

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P. & N.G. Lease and Reservation expense	20,507.08		
Investment in shares of other companies	<u>6,476.04</u>		<u>77,798.57</u>

Net increase in Working Capital \$ 122,156.98

Approved on Behalf of the Board

*Royce S. Hugh* Director  
*R. Brown* Director

10. Brief statement of company's chief development work during past year.	During the past year the Company has participated in the drilling of two wells; one in the Wayre, Alberta area resulted in a Glauconitic gas well; the second, drilled in the Chancellor, Alberta area was abandoned, but proved up additional natural gas reserves.														
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	None.														
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	None.														
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None.														
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	None														
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Dynamic Petroleum Products Ltd., 1011-A- 17th Ave.S.W., Calgary, Alta. 2,090,408 shares, of which 1,143,854 are beneficially held for Royal Canadian Ventures Ltd. James Richardson & Sons, 173 Portage Ave.,Winnipeg, Man.- 329,406 shares. Doherty Roadhouse & Company, 335 Bay Street, Toronto, Ont.- 111,672 shares. J.A.McKinlay,301 Lancaster Bldg.,Calgary, Alberta, = 52,110 shares. Hugh McKay & Company, Toronto, Ont., - 49,671 shares. The Company is not aware of the beneficial ownership of the shares held by the last four named shareholders.														
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Royal Canadian Ventures Ltd., 1011A - 17th Ave. S.W., Calgary, Alta. Dynamic Petroleum Products Ltd., 1011A - 17th Ave. S.W., Calgary														
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><tr><td></td><td>Cost</td><td>Market Value</td></tr><tr><td>483 shares of Alberta Gas Trunk Line</td><td>2,415.00</td><td>13,282.50</td></tr><tr><td>5,000 shares of New Continental Oil Company Limited</td><td>1,351.04</td><td>1,350.00</td></tr><tr><td>20,500 shares of Dynalta Oil &amp; Gas Co. Ltd.</td><td>6,476.04</td><td>no quoted market value</td></tr></table>				Cost	Market Value	483 shares of Alberta Gas Trunk Line	2,415.00	13,282.50	5,000 shares of New Continental Oil Company Limited	1,351.04	1,350.00	20,500 shares of Dynalta Oil & Gas Co. Ltd.	6,476.04	no quoted market value
	Cost	Market Value													
483 shares of Alberta Gas Trunk Line	2,415.00	13,282.50													
5,000 shares of New Continental Oil Company Limited	1,351.04	1,350.00													
20,500 shares of Dynalta Oil & Gas Co. Ltd.	6,476.04	no quoted market value													
18. Brief statement of any lawsuits pending or in process against company or its properties.	Statement of Claim has been filed against the Company for \$2,400.00 by a former employee of the Company.														
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None other than those required in normal producing operations.														
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	None. No shares of the Company are in the course of primary distribution to the public. Mill City Petroleum Limited will purchase the shares herein described for its own account as an investment and no assignment is contemplated. Mill City will not sell any of the shares being acquired for a period of one year from the effective date, and thereafter not without prior notice thereof being given to and accepted for filing by the Toronto Stock Exchange and/or the Canadian Stock Exchange.														

#### CERTIFICATE OF THE COMPANY

DATED October 15, 1963

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"R.D. Paugh"                      MILL CITY PETROLEUMS LIMITED  
CORPORATE  
"R.C. Brown"                      President SEAL  
Secretary-Treasurer

#### CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

## TORONTO STOCK EXCHANGE

FILING STATEMENT No. 886.  
FILED, FEBRUARY 28th. 1963.

## MILL CITY PETROLEUMS LIMITED

Full corporate name of Company

Incorporated under the Dominion Companies Act, August 7, 1929.  
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953  
(Ontario) by Letters Patent dated May 1st, 1957).

## FILING STATEMENT

MAR 18 1963

(To be filed with respect to any material change in a company's affairs, including among other things,  
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Change of control effected at the Annual General meeting of the Company, held on December 21, 1962.
2. Head office address and any other office address.	1011A - 17th Avenue South West, Calgary, Alberta.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	Dynamic Petroleum Products Ltd. and Royal Canadian Ventures Ltd. (a controlled affiliate of Dynamic) purchased as to a 1/3-2/3 interest respectively 2,165,780 shares of Mill City Petroleum Limited and on December 21, the following nominees of Dynamic and Royal Canadian were elected to the Mill City Board: President - Roger D. Paugh, 24 Cardiff Place, Pet. Acct.; Vice President - Frank Brown, 16 Massey Place, Manager; Sec. Treasurer - R. Clive Brown, 24 Massey Place, P. Eng.; Archibald Park Newall Jr., 7607-7 St. S. W., Oil Executive; Rolf Zimmermann, 84 Winston Drive, Draftsman; H. M. Johnson, 49 Warwick Drive, Accountant; Archibald Park Newall Sr., 702 Centre A St. N. W., Broker; Wm. G. Crook, 2344 Longridge Dr., Pet. Geologist; all of Calgary, Alberta, and Virgil R. Chamberlain, 3615-7 Ave. S., Great Falls, Montana, Consulting Geologist (since resigned).
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized - 6,000,000 without nominal or par value Issued and outstanding - 5,425,334
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	None
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Not applicable.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	Not applicable
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company proposes to participate with the Dominion Explorers Group in the drilling of the test well on the Caledonian River Dome located on Bathurst Island in the Canadian Arctic. The new management is now reviewing the company's holdings with a view to testing undrilled offset locations.

## FINANCIAL STATEMENTS

MILL CITY PETROLEUMS LIMITED

## Balance Sheet

December 31, 1962

[illegible]

**Notes:**

Notes:

1. No provision has been made in these statements for depreciation, depletion, or amortization for the year ended December 31, 1962.
2. These statements have been prepared without audit and are subject to adjustment

MILL CITY PETROLEUMS LIMITED

Statement of Income and Expenses for  
the Year Ended December 31, 1962.

Revenue

Oil and gas sales, less royalties and operating expenses	\$281,696.44
Interest and dividends	<u>2,933.25</u>
	\$284,629.69

Administrative Expenses

Annual meeting	\$ 1,745.38	
Audit fees	2,000.00	
Directors' fees	3,045.00	
Entertainment and promotion	1,156.03	
Legal fees	2,012.72	
Loss on disposal of equipment	731.14	
Miscellaneous	816.32	
Rent and utilities	3,448.15	
Salaries - officers	18,000.00	
Salaries - other	3,512.05	
Stationery and office	4,135.41	
Travel	3,866.65	
Transfer fees	<u>371.03</u>	
	44,839.88	
Less - expenses recovered	<u>9,090.00</u>	<u>35,749.88</u>
Net income for the year		<u>\$248,879.81</u>

MILL CITY PETROLEUMS LIMITED

Statement of Source and Application of Funds for the  
Year Ended December 31, 1962.

	December 31, 1962	December 31 1961	Increase (Decrease)
<u>Current Assets</u>			
Cash	\$ 236,099.44	\$129,182.58	\$106,916.86
Accounts receivable - trade	214,689.75	123,942.40	90,747.35
Accounts receivable - shareholders	873.00		873.00
Inventory of materials	11,981.40	32,997.83	(21,016.43)
Marketable securities	67,583.75	67,583.75	
Prepaid expenses	3,840.00	2,745.58	1,094.42
Drilling deposits	<u>10,000.00</u>	<u>10,000.00</u>	
	\$545,067.34	\$366,452.14	\$178,615.20
<u>Current Liabilities</u>			
Accounts payable	<u>\$134,327.36</u>	<u>\$ 84,630.94</u>	<u>\$ 49,696.42</u>
<u>Excess of current assets over current liabilities and increase in working capital during the year</u>	<u>\$410,739.98</u>	<u>\$281,821.20</u>	<u>\$128,918.78</u>

Accounted for as follows:

Source of Funds

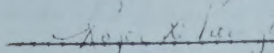
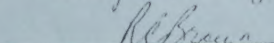
Net income for the year	\$248,879.81
Disposal of leasehold, less additions	<u>1,674.00</u> \$250,553.81

Disposition of Funds

Additions to production equipment, less proceeds of disposals	39,544.98
Additions to well costs, less pro- ceeds of disposals	77,965.23
Additions to unproductive explora- tion	<u>4,124.82</u> <u>121,635.03</u>

<u>Increase in working capital</u>	<u>\$128,918.78</u>
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Approved:

 Director  
 Director

10. Brief statement of company's chief development work during past year.	During the past year, the Company participated in five producing oil wells and two dry holes. The Company also participated in the construction of the Kessler Gas Plant which was placed on production in February, 1962.															
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Not applicable.															
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable.															
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None															
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not applicable.															
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table><tr><td>Royal Canadian Ventures Ltd., Calgary</td><td>1,443,853</td><td></td></tr><tr><td>Dynamic Petroleum Products Ltd., Calgary</td><td>721,927</td><td></td></tr><tr><td>Jas. Richardson &amp; Son, Winnipeg</td><td>243,512</td><td>X</td></tr><tr><td>Doherty Roadhouse, Toronto</td><td>119,192</td><td>X</td></tr><tr><td>Hugh McKay &amp; Co., Montreal</td><td>61,126</td><td>X</td></tr></table> X-It is not known whether these shares are beneficially held or not.	Royal Canadian Ventures Ltd., Calgary	1,443,853		Dynamic Petroleum Products Ltd., Calgary	721,927		Jas. Richardson & Son, Winnipeg	243,512	X	Doherty Roadhouse, Toronto	119,192	X	Hugh McKay & Co., Montreal	61,126	X
Royal Canadian Ventures Ltd., Calgary	1,443,853															
Dynamic Petroleum Products Ltd., Calgary	721,927															
Jas. Richardson & Son, Winnipeg	243,512	X														
Doherty Roadhouse, Toronto	119,192	X														
Hugh McKay & Co., Montreal	61,126	X														
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Dynamic Petroleum Products Ltd. and Royal Canadian Ventures Ltd., both of 1011A - 17th Avenue S.W., Calgary, Alberta.															
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><tr><td>Mercury Royalty Trust - cost \$30,000 - no market value</td><td></td></tr><tr><td>Alta. Gas Trunk Line Co. Ltd.</td><td></td></tr><tr><td>480 Class A shares - cost \$2,400; market value \$13,440</td><td></td></tr><tr><td>3 Class B shares - cost 15; no market value</td><td></td></tr></table>	Mercury Royalty Trust - cost \$30,000 - no market value		Alta. Gas Trunk Line Co. Ltd.		480 Class A shares - cost \$2,400; market value \$13,440		3 Class B shares - cost 15; no market value								
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Alta. Gas Trunk Line Co. Ltd.																
480 Class A shares - cost \$2,400; market value \$13,440																
3 Class B shares - cost 15; no market value																
18. Brief statement of any lawsuits pending or in process against company or its properties.	Statement of Claim filed by former employee in the amount of \$2,400.00.															
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None other than required in normal drilling and producing operations.															
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts other than those set out in Section 1. No shares of the Company are now in the course of distribution to the public.															

#### CERTIFICATE OF THE COMPANY

DATED February 26, 1963.

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"R.D. Paugh"

President CORPORATE SEAL

"R.C. Brown"

Sec.-Treasurer

#### CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)